

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:**

**W.R. GRACE & CO., et al.,**

## Debtors.

)  
 ) **Chapter 11**  
 ) **Case No. 01-1139 (JKF)**  
 ) **(Jointly Administered)**  
 )  
 ) **Related Dkt. Nos. 11919, 12378, 18599,**  
 ) **18884, 19190**

**FIRST SUPPLEMENTAL DECLARATION OF JONATHAN BROWNSTEIN UNDER  
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF APPLICATION  
FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF  
PIPER JAFFRAY & CO. AS FINANCIAL ADVISOR  
TO DAVID T. AUSTERN AS FUTURE CLAIMANTS' REPRESENTATIVE**

I, JONATHAN BROWNSTEIN, state:

1. I am a principal in the Financial Restructuring Group of Piper Jaffray & Co. (“PJC”), which maintains offices at 150 East 42nd Street, 35th Floor, New York, NY 10017. PJC is the financial advisor to David T. Austern, the Future Claimants’ Representative appointed by the Court in the above-captioned cases (the “FCR”), pursuant to Orders entered on May 8, 2006 and July 29, 2008.

2. On June 9, 2008, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Rules”) in support of the Application of the FCR seeking the entry of an order modifying the retention and employment of PJC as his co-financial advisor.

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge or upon records maintained by PJC in the ordinary course of its business which have been reviewed by me.

4. I make this First Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

5. Through a Notice of Substitution of Co-Counsel and Request for Service recently filed in the matter of In re: VI ACQUISITION CORP., et al., Case No. 08-10623 (the “VICORP matter”), I became aware that Orrick, Herrington & Sutcliffe LLP (“Orrick”) represents a member of the Official Committee of Unsecured Creditors in the VICORP matter, where I act as financial advisor to the Debtors.

6. Orrick represents the FCR as bankruptcy counsel in the above captioned cases.

7. To the best of my knowledge, PJC continues to be a “disinterested person” as that term is defined in Section 101(14) of Title 11 of the United States Code as the VICORP matter is unrelated to the Debtors’ cases.

8. PJC will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any such fact or relationship is discovered, PJC will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

\* \* \* \* \*

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

/s/ Jonathan Brownstein  
Jonathan Brownstein

Executed on September 11, 2008